

**EXHIBIT 1**

**Ordinary Course Professionals List**

<b><u>Ordinary Course Professional</u></b>	<b><u>Mailing Address</u></b>	<b><u>Services Provided</u></b>	<b><u>Company that Utilizes the Services</u></b>
BDO Seidman	200 Park Ave., 38 <sup>th</sup> Floor, New York, NY 10166	Accounting Firm: Tax Matters	Pet Supplies Plus
Clarus Partners	1233 Dublin Rd., Columbus, OH 43215	Consulting Firm: Tax Compliance	Pet Supplies Plus
Cole Schotz P.C.	1325 Ave. of the Americas, 19 <sup>th</sup> Floor, New York, NY 10019	Legal Counsel: Real Estate and Corporate	Vitamin Shoppe
Covington & Burling LLP	620 Eighth Ave., New York, NY 10018	Legal Counsel: Regulatory (USDA and Related)	Vitamin Shoppe
Dickinson Wright PLLC	180 E. Broad St., Suite 3400, Columbus, OH 43215	Legal Counsel: General Litigation	American Freight
DLA Piper LLP (US)	1251 6 <sup>th</sup> Ave., New York, NY 10020	Legal Counsel: Franchise Matters	Vitamin Shoppe, Buddy's
Dunn & Allsman, LLC	18 Campus Blvd., Suite 100, Newtown Square, PA 19073	Legal Counsel: Franchise Matters	Pet Supplies Plus
EXL Service (Ireland) Limited	One Spencer Dock, North Wall Quay, Dublin 1, Ireland	Tax Consultant: Internal Audit	Vitamin Shoppe
Foley & Lardner LLP	777 E. Wisconsin Ave., Milwaukee, WI 53202	Legal Counsel: Employment Benefits	Franchise Group, Inc., Vitamin Shoppe
Frost Brown Todd LLP	10 West Broad St., Suite 2300, Columbus, OH 43215	Legal Counsel: Immigration Employment Matters	Pet Supplies Plus
Gordon Rees Scully Mansukhani, LLP.	290 W. Mt. Pleasant Ave., #3310, Livingston, NJ 07039	Legal Counsel: Franchise Matters	Vitamin Shoppe, Buddy's, Franchise Group, Inc.
Grant Thornton LLP	757 Third Ave., 9 <sup>th</sup> Floor, New York, NY 10017	Accounting Firm: Annual Audits	Pet Supplies Plus

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Honigman LLP	155 N. Wacker Dr., Suite 3100, Chicago, IL 60606	Legal Counsel: Advertising Matters and Litigation Arising in Illinois	Pet Supplies Plus
Hunton Andrews Kurth LLP	200 Park Ave., New York, NY 10019	Legal Counsel: Intellectual Property (Trademark Monitoring Services)	Vitamin Shoppe
Jackson Lewis P.C.	666 Third Ave., 28 <sup>th</sup> Floor, New York, NY 10017	Legal Counsel: Employment Matters	Vitamin Shoppe
Kroll LLC	285 Fulton St., 31 <sup>st</sup> Floor, New York, NY 10007	Compliance Firm: Property Tax Matters	Pet Supplies Plus
Littler Mendelson P.C.	101 Second St., Suite 1000 San Francisco, CA 94105	Legal Counsel: Employment Matters	Vitamin Shoppe
Platinum Filings LLC	99 W. Hawthorne Ave., Valley Stream, NY 11580	Legal Counsel: Compliance Matters	Franchise Group, Inc.
Reed Smith LLP	599 Lexington Ave., New York, NY 10022	Legal Counsel: Data Privacy and Website Accessibility	Pet Supplies Plus
RSM US LLP	151 W. 42nd St., 19 <sup>th</sup> Floor, New York, NY 10036	Consulting Firm: Tax Matters	Pet Supplies Plus
Ryan, LLC	Three Galleria Tower 13155 Noel Road, Suite 100 Dallas, TX 75240	Legal Counsel: Tax Compliance and Franchise Disclosures	Vitamin Shoppe, Pet Supplies Plus, Buddy's
Sheridan Ross P.C.	1560 Broadway #1200, Denver, CO 80202	Legal Counsel: Intellectual Property	Franchise Group, Inc.
Sociedade Rebelo de Sousa & Advogados Associados, SP, RL	Rua D. Francisco Manuel de Melo, no. 21, 1070-085 Lisbon, Portugal	Legal Counsel: International Employment Matters	Franchise Group, Inc.

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Stout Risius Ross, LLC	120 W. 45th St., Suite 2900, New York, NY 10036	Consulting Firm: Asset Analysis	Pet Supplies Plus
Troutman Pepper Hamilton Sanders LLP	600 Peachtree St., N.E. Suite 3000, Atlanta, GA 30308	Legal Counsel: General Corporate and Governance Matters	Franchise Group, Inc.

**EXHIBIT 2**

**Declaration**

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**Objection Deadline: [●]**

**DISCLOSURE DECLARATION OF ORDINARY COURSE PROFESSIONAL**

1. I, \_\_\_\_\_, hereby declare that the following is true to the best of my knowledge, information and belief:

2. I am a \_\_\_\_\_ of \_\_\_\_\_ (the “Firm”) which maintains offices at [address].

3. This Declaration is submitted in connection with the order (the “OCP Order”) of the United States Bankruptcy Court for the District of Delaware dated \_\_\_\_\_, 2024, authorizing

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), Freedom Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home & Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

the above-captioned debtors and debtors in possession (collectively, the “Debtors”) to retain certain professionals in the ordinary course of business during the pendency of the Debtors’ chapter 11 cases (the “Chapter 11 Cases”).

4. The Firm [is / is not] a legal services firm.

5. The Firm has represented and advised the Debtors as \_\_\_\_\_ with respect to \_\_\_\_\_, since [insert date].

6. As of the Petition Date, the Firm held a retainer in the amount of \$\_\_\_\_\_.

7. The Debtors have requested, and the Firm has agreed, to continue to provide services to the Debtors pursuant to section 327 of title 11 of the United States Code, 11 U.S.C. §§ 101–1532 (the “Bankruptcy Code”) with respect to such matters. Additionally, the Debtors have requested, and the Firm proposes to render, the following services to the Debtors: [Insert description].

8. The Firm’s current customary [hourly] rates, subject to change from time to time, are \$\_\_\_\_\_. In the normal course of business, the Firm revises its regular [hourly] rates and advises that, effective \_\_\_\_\_ of each year, the aforementioned rates will be revised to the regular [hourly] rates that will be in effect at that time.<sup>2</sup>

9. The Firm [does/does not] keep in the ordinary course of business time records in one-tenth-of-an-hour increments. [If the firm does not keep time in one-tenth-of-an-hour increments, explain how time records are kept.]

10. To the best of my knowledge, formed after due inquiry, neither I nor any professional employed by the Firm is a relative of the United States Bankruptcy Judge assigned to these Chapter 11 Cases, and the Firm does not have any connection with the United States

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<sup>2</sup> [Disclose billing rates for Debtors if different from firm’s customary rates.]

Bankruptcy Judge, the Office of the United States Trustee, or any person employed by the Office of the United States Trustee that would render the Firm's retention in these Chapter 11 Cases improper.

11. To the best of my knowledge, formed after due inquiry, neither I, the Firm, nor any professional thereof has any connection with, or currently represents, any of the Debtors' creditors or other parties in interest with respect to the matters upon which it is to be engaged.

12. In addition, although unascertainable at this time after due inquiry, by virtue of the magnitude of the Debtors' potential universe of creditors and the Firm's clients, the Firm may have in the past represented, currently represent, and may in the future represent entities and individuals that are creditors of the Debtors in matters entirely unrelated to the Debtors and their estates. The Firm does not and will not represent any such entity in connection with these pending Chapter 11 Cases and does not have any relationship with any creditor that would be adverse to the Debtors or their estates. I believe that the Firm's representation of such entities in matters entirely unrelated to the Debtors is not adverse to the Debtors' interests, or the interests of their creditors or estates in respect of the matters for which the Firm will be engaged, nor will such representation impair the Firm's ability to represent the Debtors in these Chapter 11 Cases.

13. The Firm's process of ascertaining whether it holds or represents an interest adverse to the Debtors, their estates, or any class of creditors or equity interest holders consists of the following: \_\_\_\_\_.

14. Pursuant to Federal Rule of Bankruptcy Procedure 2014(a), I obtained a list of interested parties (the "Interested Parties List") from counsel to the Debtors, which includes the Debtors, their creditors, other parties in interest, and certain professionals employed in the above-captioned chapter 11 cases (the "Interested Parties") and undertook a search for any connections



between the Firm and the Interested Parties. [If there are connections: The Firm's review of such Interested Parties identified the following connections, including current and prior representations [Insert description].] [If there are no connections: The Firm's review of such Interested Parties did not identify any connections, including current and prior representations.]

15. The Firm does not perform services for any of the Interested Parties that relate to the Debtors or the above-captioned chapter 11 cases, or have any relationship with any such person, their attorneys or their accountants that would be adverse to the Debtors or their estates.

16. In light of the foregoing, I believe that the Firm does not hold or represent any interest materially adverse to the Debtors, their estates, creditors, or equity interest holders, as identified to the Firm, with respect to the matter in which the Firm will be engaged.

17. In the past year, the Firm has been paid \$\_\_\_\_\_ by the Debtors in respect of services rendered to the Debtors. In addition, the Firm has rendered services that have not yet been billed or that have been billed but with respect to which payment has not yet been received. The Firm is currently owed \$\_\_\_\_\_ on account of prepetition services. [For non-legal firms: The Firm has waived, or will waive, any prepetition claims against the Debtors' estates.]

18. I also understand the limitations on compensation and reimbursement of expenses under the OCP Order. Specifically, the Firm understands that in the event its fees and expenses exceed a total of \$[USD Amount] per month, on average, over a rolling three-month period, the Firm will be required to file with the Court a fee application for approval of its fees and expenses for such month in accordance with Bankruptcy Code sections 330, 331, and section 504(b) of the Bankruptcy Code and Rule 2016 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), Rule 2016-2 of the Local Rules of Bankruptcy Practice and Procedure of the United States

Bankruptcy Court for the District of Delaware (the “Local Rules”), and any applicable procedures or orders of the Court.

19. Except as set forth herein, no promises have been received by the Firm or any partner, associate, or other professional thereof as to compensation in connection with these Chapter 11 Cases other than in accordance with the provisions of the Bankruptcy Code, the Bankruptcy Rules, the Local Rules, and orders of the Court.

20. The Firm further states that it has not shared, nor agreed to share any compensation received in connection with these Chapter 11 Cases with another party or person, other than as permitted by the Bankruptcy Rules.

21. The foregoing constitutes the statement of the Firm pursuant to sections 329 and 504 of the Bankruptcy Code and Bankruptcy Rules 2014 and 2016(b).

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

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[NAME]  
[ADDRESS]